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UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

FOURTH AGE LIMITED, et al.,

Plaintiffs,

v.

WARNER BROS. DIGITAL  
DISTRIBUTION, INC., et al.,

Defendants.

WARNER BROS. DIGITAL  
DISTRIBUTION, INC., et al.,

Counterclaim Plaintiffs,

v.

FOURTH AGE LIMITED, et al.,

Counterclaim Defendants.

Case No. CV 12-09912 ABC (SHx)

*Hon. Audrey B. Collins*  
*Hon. Mag. Stephen J. Hillman*

**DISCOVERY MATTER**

**DECLARATION OF RACHEL  
VALADEZ IN SUPPORT OF  
JOINT STIPULATION RE: THE  
TOLKIEN/HC PARTIES'  
MOTION TO COMPEL ZAENTZ  
AND WARNER TO PRODUCE  
SPECIFIED DOCUMENTS**

[Fed. R. Civ. P. 37(a) and Central  
Dist. Local Rule 37-2]

[Notice of Motion; Joint Stipulation;  
and [Proposed] Order filed and/or  
lodged concurrently herewith]

Hearing Date: July 28, 2014

Time: 2:00 p.m.

Place: Ctrm. 550, Roybal Building

Action Filed: November 19, 2012

Discovery Cutoff: July 29, 2014

Trial Date, Pretrial Conf. and Motion

Cutoff Date: Vacated

**DECLARATION OF RACHEL VALADEZ**

I, Rachel Valadez, declare:

1. I am an attorney duly licensed to practice in all of the courts of the State of California and I am associated with the firm of Greenberg Glusker Fields Claman & Machtinger LLP, attorneys of record for Fourth Age Limited, Priscilla Mary Anne Reuel Tolkien, as Trustee of the Tolkien Trust, the J.R.R. Tolkien Estate Limited, Harper Collins Publishers, Ltd., Unwin Hyman, Ltd. and George Allen & Unwin (Publishers), Ltd. (the “Tolkien/HC Parties”) herein. I submit this declaration in support of the Tolkien/HC Parties’ Motion to Compel defendants and counterclaim plaintiffs Warner Bros. Home Entertainment Inc., Warner Bros. Entertainment Inc., Warner Bros. Consumer Products Inc. and New Line Productions, Inc. (collectively, “Warner”) and The Saul Zaentz Company (“Zaentz”) to Produce Specified Documents (the “Motion”) and the related Joint Stipulation of the Parties (the “Joint Stipulation”). The facts set forth herein are of my own personal knowledge and if sworn I could and would testify competently thereto under oath.

2. On November 19, 2012, the Tolkien/HC Parties filed this lawsuit alleging claims for copyright infringement, breach of contract and declaratory relief. The Tolkien/HC Parties’ claims arise out of a license of merchandising rights in and to the world-famous fantasy novels by J.R.R. Tolkien, *The Hobbit* and the *Lord of the Rings* trilogy (the “Tolkien Works”). The relevant contracts were entered into by the parties’ predecessors-in-interest in 1969 and are referred to by the parties as “Schedules D,” attached to the “1969 Agreements.” Schedules D were amended on or about October 20, 1975, and again on or about November 16, 1981. The 1969 Agreements and Schedules D are governed by New York law.

3. On or about March 14, 2014, after having engaged in several rounds of prior discovery, the Tolkien/HC Parties served Fourth Age Limited’s Fourth Set of Requests for Production (“Fourth RFP”) on Warner and Zaentz.

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1           4.     On or about April 30, 2014, Warner and Zaentz each served their  
2 responses to the Fourth RFP. Attached hereto as Exhibit "A" is a true and correct  
3 copy of Warner's responses to the Fourth RFP. Attached hereto as Exhibit "B" is a  
4 true and correct copy of Zaentz's responses to the Fourth RFP.

5           5.     On or about June 9, 2014, I wrote to Molly Lens, counsel for Warner,  
6 to commence a meet and confer in connection with, amongst other things, Warner's  
7 responses to the Fourth RFP, highlighting various deficiencies in Warner's  
8 responses. Attached hereto as Exhibit "C" is a true and correct copy of my June 9  
9 letter.

10          6.     Similarly, on or about June 10, 2014, I wrote to Sean M. Callagy,  
11 counsel for Zaentz, to commence a meet and confer in connection with, amongst  
12 other things, Zaentz's responses to the Fourth RFP, highlighting various  
13 deficiencies in Zaentz's responses. Attached hereto as Exhibit "D" is a true and  
14 correct copy of my June 10 letter.

15          7.     On or about June 16, 2014, counsel for all parties conducted a  
16 telephonic meet and confer pursuant to Central District Local Rule 37-1, in which  
17 we discussed, among other things, Warner's and Zaentz's deficient responses  
18 highlighted in my letters of June 9 and 10. During the call, the parties were able to  
19 narrow several of the issues from my letters of June 9 and 10, however, several  
20 items remained in dispute.

21          8.     On or about June 19, 2014, I wrote to counsel for Warner and Zaentz  
22 to continue our meet and confer discussion from June 16 with respect to  
23 Defendants' deficient responses to the Fourth RFP. Attached hereto as Exhibit "E"  
24 is a true and correct copy of my June 19 letter.

25          9.     On or about June 23, 2014, I received a letter from, Warner's counsel,  
26 Timothy Heafner, responding to my June 19 letter. Attached hereto as Exhibit "F"  
27 is a true and correct copy of Mr. Heafner's June 23 letter.

28          10.    Similarly, on or about June 23, 2014, I received a letter from Mr.

1 Callagy responding to my June 19 letter. Attached hereto as Exhibit "G" is a true  
2 and correct copy of Mr. Callagy's June 23 letter.

3 11. Attached hereto as Exhibit "H" is a true and correct copy of Warner's  
4 Second Set of Interrogatories to the HarperCollins Parties.

5 12. Throughout the course of this case, the parties' have exchanged  
6 hundreds of thousands of pages of "Confidential" information under the terms of  
7 the parties' Stipulated Protective Order entered on June 4, 2013 (Docket Entry  
8 #87).

9 13. Attached hereto as Exhibit "I" is a true and correct copy of the Court's  
10 April 8, 2013 order establishing the initial case schedule in this matter.

11 14. Attached hereto as Exhibit "J" is a true and correct copy of the Court's  
12 August 28, 2013 order vacating the trial date in this matter and extending the  
13 discovery cutoff to April 15, 2014.

14 15. Attached hereto as Exhibit "K" is a true and correct copy of the  
15 Court's April 14, 2014 order which, among other things, further extends the  
16 discovery cutoff to July 29, 2014.

17  
18 I declare under penalty of perjury under the laws of the United States of  
19 America that the foregoing is true and correct.

20  
21 Executed this 26th day of June, 2014 at Los Angeles, California.

22  
23 /s/ Rachel Valadez

24 Rachel Valadez